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## **Sinopec Oilfield Service Corporation**

*(a joint stock limited company established in the People's Republic of China)*

**(Stock code: 1033)**

### **Notice of 2017 Annual General Meeting**

Notice Is Hereby Given that 2017 Annual General Meeting (the “**AGM**”) of Sinopec Oilfield Service Corporation (the “**Company**”) will be held at Meeting Room 6, the Third Floor of Kun Tai Royal Hotel B12 Chaowai Street, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) on Friday, 15 June 2018 at 9:00 a.m. in the form of on-site meeting. The AGM will be convened by the board (the “**Board**”) of the directors (the “**Directors**”) of the Company. The following resolutions will be considered and approved at the AGM.

#### **By way of ordinary resolutions and non-cumulative voting:**

1. To consider and approve the Report of the Board of the Directors for the year 2017.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year 2017.
3. To consider and approve the audited financial statements and the auditor’s report of the Company for the year 2017.
4. To consider and approve the profit distribution plan of the Company for the year 2017.
5. To re-appoint Grant Thornton (Special General Partnership) as the domestic auditor and internal control auditor of the Company for the year 2018 and to re-appoint Grant Thornton Hong Kong Limited as the international auditor of the Company for the year 2018, and to authorise the Board to determine their remuneration.
6. To consider and approve the election of Mr. Wei Ran as a Non-executive Director of the Ninth Session of the Board.

The biographical details of Mr. Wei Ran (“**Mr. Wei**”) are as follows:

Mr. Wei, aged 51, currently is the General Manager of China Chengtong Fund Management Co., Ltd. and concurrently serves as Secretary to the Board of Directors of China Structural Reform Fund Co., Ltd. Mr. Wei is a Senior Economist and obtained a Master degree in Finance from

Maastricht School of Management. Mr. Wei has successively served as the Deputy Head and the Deputy General Manager of Credit Department, Vice President of Hunan Branch, General Manager of Investment Management Department and General Manager of Business Development and Innovation Department of the Export-Import Bank of China. Since April 2016, he has served as General Manager of China Chengtong Fund Management Co., Ltd., and since September 2016, he has served concurrently as Secretary to the Board of Directors of China Structural Reform Fund Co., Ltd.

Other than disclosed above, Mr. Wei did not hold any positions in the Company or any of its subsidiaries, nor did he hold any other directorship of other listed companies in the past three years. Mr. Wei does not have any relationship with any other directors, supervisors, senior management or substantial shareholders or controlling shareholder or de facto controllers of the Company. As at the date of this notice, Mr. Wei has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wei has not received any regulatory sanction imposed by the China Securities Regulatory Commission, or any other government authority or stock exchanges.

Mr. Wei, once elected at the AGM, will enter into a service contract with the Company. The term of Mr. Wei shall start from the date of the AGM to the date when the term of the Ninth Session of the Board expires (expecting to be February 2021). Mr. Wei will not receive any remuneration for his position as a Non-executive Director from the Company.

Other than disclosed above, there are no other matters in relation to the proposed appointment of Mr. Wei as a Non-executive Director of the Company which should be disclosed to the shareholders of the Company or matters which would require disclosure under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**By way of special resolution and non-cumulative voting:**

7. To consider and approve the amendments to the articles of association of the Company

Due to the completion of the non-public issuance of new A shares and H shares, also taking into account the actual situation and operational needs of the Company and the shareholder's proposal, the second meeting of the Ninth Session of the Board held on 27 March 2018 reviewed and approved the proposal to amend the articles of association of the Company (the "**Articles of Association**"). Details of the proposed amendments are set out below:

- 1) The current Article 23:

The Company, with the approval granted by China Securities Regulatory Commission on 29 January 1994 and 25 April 1995 respectively, issued 1,400,000,000 H shares to the overseas investors, representing 35% of the total number of ordinary shares issuable by the Company, and listed the initially offered H shares on the Stock Exchange on 29 March 1994. On 12 January 1995, with the approval of China Securities Regulatory Commission, the Company issued 200,000,000 A shares to the domestic investors for the first time, representing 5% of the total number of ordinary shares issuable by the Company, and got listed on the Shanghai Stock Exchange on 11 April 1995.

On 17 December 2014, with the approval of China Securities Regulatory Commission, the Company carried out a major assets restructuring when it repurchased 2,415,000,000 A shares and made a non-public issue of 9,224,327,662 A shares to raise funds for purchase of assets, and then changed its name to Sinopec Oilfield Service Corporation.

The existing share capital structure of the Company is as follows: all shares issued by the Company are ordinary shares, totaling 14,142,660,995 shares, including 12,042,660,995 shares held by holders of domestic-listed domestic shares and 2,100,000,000 shares held by holders of overseas-listed foreign shares.

is hereby proposed to be amended as follows:

The Company, with the approval granted by China Securities Regulatory Commission on 29 January 1994 and 25 April 1995 respectively, issued 1,400,000,000 H shares to the overseas investors, representing 35% of the total number of ordinary shares issuable by the Company, and listed the initially offered H shares on the Stock Exchange on 29 March 1994. On 12 January 1995, with the approval of China Securities Regulatory Commission, the Company issued 200,000,000 A shares to the domestic investors for the first time, representing 5% of the total number of ordinary shares issuable by the Company, and got listed on the Shanghai Stock Exchange on 11 April 1995.

On 17 December 2014, with the approval of China Securities Regulatory Commission, the Company carried out a major assets restructuring when it repurchased 2,415,000,000 A shares and made a non-public issue of 9,224,327,662 A shares to raise funds for purchase of assets, and then changed its name to Sinopec Oilfield Service Corporation.

On 17 January 2018, with the approval of China Securities Regulatory Commission, the Company issued 3,314,961,482 H shares. On 18 January 2018, with the approval of China Securities Regulatory Commission, the Company issued 1,526,717,556 A shares.

The existing share capital structure of the Company is as follows: all shares issued by the Company are ordinary shares, totaling 18,984,340,033 shares, including 13,569,378,551 shares held by holders of domestic-listed domestic shares and 5,414,961,482 shares held by holders of overseas-listed foreign shares.

2) The current Article 26:

The registered capital of the Company is RMB14,142,660,995.

is hereby proposed to be amended as follows:

The registered capital of the Company is RMB18,984,340,033.

3) The third paragraph of current Article 89:

The Company's board of directors, independent directors and shareholders who meet the relevant requirements may publicly collect voting rights from other shareholders of the Company.

is hereby proposed to be amended as follows:

The Company's board of directors, independent directors and shareholders who meet the relevant requirements may collect publicly voting rights from other shareholders of the Company. The Company shall not set a minimum shareholding limit on the collection of voting rights.

4) The current Article 126:

The Company shall establish a board of directors. The board of directors shall be composed of nine directors. The board of directors shall have a chairman and may have one or two vice-chairmen.

Directors can also act as senior management personnel, however, the number of directors who also act as senior management personnel shall not exceed half of the total number of directors of the Company.

is hereby proposed to be amended as follows:

The Company shall establish a board of directors. The board of directors shall be composed of 9-11 directors. The board of directors shall have a chairman and may have one or two vice-chairmen.

Directors can also act as senior management personnel, however, the number of directors who also act as senior management personnel shall not exceed half of the total number of directors of the Company.

**By way of ordinary resolution and cumulative voting:**

8. To consider and approve the election of Independent Non-executive Directors of the Ninth Session of the Board of the Company (the "**INED(s)**").

8.01 Mr. Chen Weidong

8.02 Mr. Dong Xiucheng

The biographical details of Mr. Chen Weidong ("**Mr. Chen**") and Mr. Dong Xiucheng ("**Mr. Dong**") are as follows:

Mr. Chen, aged 63, currently is the Director of Beijing Zhongguancun Smart Energy Technology Innovation Institute. Mr. Chen obtained a Master degree in Economic Law from China University of Political Science and Law. In 1982, Mr. Chen joined China National Offshore Oil Corporation ("**CNOOC**") and successively served as Deputy Manager of Exploration Department of CNOOC, General Manager of China Offshore Geophysical Company Limited under CNOOC, as well as Executive Vice President and Secretary to the Board of Directors, Chief Strategy Officer of China Oilfield Services Limited, etc. Since May 2017, he has served as the Director of Beijing Zhongguancun Smart Energy Technology Innovation Institute.

Mr. Dong, aged 57, currently is a Professor and Ph.D. Supervisor of International Trade and Economics School of University of International Business and Economics, and concurrently serves as Vice President of China Petroleum Circulation Association, Vice Chairman of Energy Resources System Engineering Branch of Systems Engineering Society of China, member of the Price Expert Advisory Committee of National Development and Reform Commission and Distinguished Expert of National Energy Administration, etc. In 1985, Mr. Dong joined the Business Administration School of China University of Petroleum (Beijing) and he has been successively promoted as a Lecturer, Associate Professor and Professor, during which period he also served as Assistant Dean and Secretary of the Party Committee and other administrative positions. Since October 2017, he has served as a Professor and Ph.D. Supervisor in the International Trade and Economics School of University of International Business and Economics.

Other than disclosed above, Mr. Chen and Mr. Dong did not hold any positions in the Company or any of its subsidiaries, nor did they hold any other directorship of other listed companies in the past three years. They do not have any relationship with any other directors, supervisors, senior management or substantial shareholders or controlling shareholder or de facto controllers of the Company. As at the date of this notice, each of Mr. Chen and Mr. Dong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of Mr. Chen and Mr. Dong has not received any regulatory sanction imposed by the China Securities Regulatory Commission, or any other government authority or stock exchanges.

Each of Mr. Chen and Mr. Dong, once elected at the AGM, will enter into a service contract with the Company. The term of Mr. Chen and Mr. Dong shall start from the date of the AGM to the date when the term of the Ninth Session of the Board expires (expecting to be February 2021). The remuneration of Mr. Chen and Mr. Dong as an INED is RMB 200,000 per person per year (including tax).

Other than disclosed above, there are no other matters in relation to the proposed appointments of Mr. Chen and Mr. Dong as INEDs which should be disclosed to the shareholders of the Company or matters which would require disclosure under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The details regarding the abovementioned resolutions 1, 2, 3, 4 and 5 are available in the annual report of the Company for the year 2017. The Board considers that the resolutions hereto are in the interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend the shareholders to vote in favour of all the resolutions to be proposed at the AGM as set out in this notice.

By order of the Board  
**Li Honghai**  
*Company Secretary*

Beijing, 25 April 2018

*Notes:*

**I. Attendee of AGM**

1. *Eligibility for attending the AGM*

Holders of A shares of the Company whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited Shanghai Branch and holders of H shares of the Company whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of business on Tuesday, 15 May 2018 (Hong Kong time) are eligible to attend the AGM. The H share register of members of the Company will be closed from Wednesday, 16 May 2018 to Friday, 15 June 2018 (both days inclusive), during which period no transfer of H shares will be effected. Holders of H Shares who wish to attend the AGM shall lodge their share certificates accompanied by the transfer documents with Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 15 May 2018 (Hong Kong time).

2. *Proxy*

- (1) A shareholder of the Company ("**Shareholder**") eligible to attend and vote at the AGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a Shareholder.
- (2) A proxy should be appointed by a written instrument signed by the appointer or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorising that attorney to sign or other authorisation document(s) must be notarised.
- (3) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered to the business address of the Company not less than 24 hours before the designated time for holding the AGM (no later than Hong Kong time 9 a.m. on 14 June 2018) or any adjournment. Business address of the Company is No.9 Jishikou Road, Chaoyang District, Beijing, the PRC. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment if he so desires and in such event, the form of proxy shall be deemed to be revoked.
- (4) Shareholders or their proxies may exercise the right to vote by poll.

3. *The Directors, Supervisors and senior management of the Company.*

4. *Legal advisors of the Company.*

## II. Registration procedures for attending the AGM

1. A Shareholder or his proxy shall produce proof of identity when attending the AGM. If a Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such Shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the AGM.
2. Shareholders intending to attend the AGM should return the reply slip for attending the AGM to the Company on or before Friday, 25 May 2018.
3. Shareholder may send the reply slip to the Company in person, by post or by fax.

## III. Miscellaneous

1. In respect of resolution No.8 regarding election of INED, as required under Article 134 of the Articles of Association, the cumulative voting system shall be adopted for this resolution.

To ensure that your voting rights are fully exercised, please refer to the following explanation and fill in your votes for resolution No.8:

- i. In respect of resolution No.8, each share you hold has voting rights equal to the total number of INEDs to be elected. For example, if you hold 1 million shares, and the total number of directors to be elected is 2, the total number of shares for which you have the voting rights under resolution No.8 will be 2 million shares (i.e. 1 million shares x 2 = 2 million shares).
- ii. Please state the number of votes in the column “for” and/or “against” you give to each of the candidates for election as INED. Please note that you may give equal number of votes to each INED candidate, or give all your votes as represented by the shares you hold to one particular INED candidate. For example, if you own 1 million shares of the Company, and 2 INEDs shall be elected at the AGM, the total number of shares for which you have the voting rights under resolution No.8 is 2 million shares. For the 2 million shares, you can either share your voting rights equally to 2 candidates for election as INEDs so that you may vote 1 million shares to each candidate (vote for or against); or, give all of the 2 million votes to one particular INED candidate (either for or against), or 0.5 million shares to candidate A (either for or against), and the remaining 1.5 million shares to candidate B (either for or against) as INED, etc.
- iii. After you have allocated all the voting rights represented by all of the shares held by you to a certain INED candidate, you do not have further voting rights in respect of the other INED candidate. The sum of all the voting rights you voted for or against the two candidates for election as INED shall not exceed the total number of voting rights represented by the shares held by you.
- iv. Please note with particular attention that, if the total number of votes you have exercised and allocated to a certain number of candidates for INEDs exceeds the total number of voting rights represented by the shares held by you, all your votes shall become void, and you will be deemed to be abstained from voting. If the total number of votes you have



exercised and allocated to a certain number of candidates for INEDs is less than the total number of voting rights represented by the shares held by you, your votes are valid, and those votes not exercised will be deemed as being abstained from voting. For example, if you own 1 million shares, and 2 INEDs shall be elected in this election, the total number of votes as represented by your shares under resolution No. 8 will be 2 million: (a) if you have stated “2 million shares” in the column “for” (or “against”) in the cumulative voting system in favour of one particular candidate for INED, then your voting rights are fully utilised, and you do not have any further votes in relation to other candidates for INEDs. If you have stated the number of shares (other than 0 shares) in other corresponding columns under resolution No. 8, then all your votes in respect of resolution No. 8 will become void; or (b) if you have stated “1 million shares” in the column “for” (or “against”) in the column voting system in favour of candidate A, and “0.5 million shares” in the column “for” (or “against”) in the cumulative voting system in favour of candidate B, then your votes as represented by such 1.5 million shares are valid, whilst the remaining 0.5 million shares which have not been allocated shall be deemed to have been abstained from voting.

- v. Where the total number of votes in favour of a candidate for INED exceeds one-half of the total number of shares with voting rights represented by shareholders attending the EGM (based on the non-cumulative number of shares) and the votes for exceed the votes against, that candidate will be elected as an INED. If the number of INEDs so elected exceeds the number of INEDs to be elected, then those receiving the most number of votes in favour shall be elected as INEDs. If an insufficient number of INEDs to be elected, then a further round of voting will be conducted for the remaining director vacancy, until all the INEDs have been elected.
2. The AGM will not last for more than one working day. Shareholder and proxies attending the AGM shall be responsible for their own traveling, food and accommodation expenses.
  3. The address of the Share Registrar for A shares of the Company, China Securities Registration and Clearing Company Limited Shanghai Branch Company is at 166 Lujiazuidong Road, Pudong District, Shanghai.
  4. The address of the Share Registrar of H shares of the Company, Hong Kong Registrars Limited is at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
  5. Business Address of the Company:  
No.9 Jishikou Road, Chaoyang District, Beijing, the PRC  
Telephone: 86-10-59965998  
Facsimile: 86-10-59965997  
Postal Code: 100020

*As at the date of this notice, the Board of Directors comprises Mr. Jiao Fangzheng<sup>+</sup>, Mr. Sun Qingde<sup>#</sup>, Mr. Chen Xikun<sup>#</sup>, Mr. Ye Guohua<sup>+</sup>, Mr. Lu Baoping<sup>+</sup>, Mr. Fan Zhonghai<sup>+</sup>, Ms. Jiang Bo<sup>\*</sup>, Mr. Zhang Huaqiao<sup>\*</sup> and Mr. Pan Ying<sup>\*</sup>.*

<sup>+</sup> *Non-Executive Director*

<sup>#</sup> *Executive Director*

<sup>\*</sup> *Independent Non-Executive Director*